

Sioux Falls, South Dakota, and Ames, Iowa, and Fundbalance, with offices in Ann Arbor, Michigan.

4. Unlike most other Tyler divisions, INCODE and its subdivisions provide a variety of software programs to its clients. These programs include financial systems, "Citizen Services Applications" (e.g., utility billing, tax, and licensing), municipal court applications, and public safety applications. The different offices of the City Solutions division sell and market computer software programs to municipalities, counties and other specialty districts with respect to each of these general product lines.

5. Employees within the same general job classifications in the City Solutions division perform differing tasks depending on where they are located and depending on the product lines they service. For example, as Lubbock has many employees, the employees' job duties there tend to be very specialized relative to those in other locations. For example, Implementation Consultants in the Lubbock office perform training and consulting jobs exclusively and are on the road at customer sites nearly all the time. In addition, occasionally, on larger jobs, Implementation Consultants are required to spend time at the office preparing documentation in anticipation of the implementation. These employees in the Lubbock office meet with customers, determine particular customer business and information needs, set up codes to meet those needs, and then perform training on how to use the applications. In the Lubbock office, Implementation Consultants are divided into three different classifications based on their relative skill sets and expertise. These classifications are: (1) Implementation Consultant, (2) Senior Implementation Consultant, and (3) Principal Implementation Consultant. While these classifications are also used at the Ames, Iowa office and the Sioux Falls, South Dakota office, they are not utilized at Fundbalance.

6. The jobs of Implementation Consultants vary from office to office with the City Solutions division. For example, Implementation Consultants in the Ames office perform differing functions than their counterparts in Lubbock as a result of the smaller sizes of the offices in those locations. As a result, the job duties of the Implementation Consultants, in each of the three classifications described above, are more generalized and broad in Ames. For example, Implementation Consultants in Ames spend a significant amount of their time at the office performing customer support functions which involve troubleshooting particular issues as they arise. These employees also perform additional office work including, reviewing client data before a particular project and working with conversion developers in anticipation of installation, quality assurance testing, and documentation writing for the particular product in question to assist clients in the implementation stage and thereafter. In Lubbock, all of these functions are performed by specialized employees who are not Implementation Consultants. For example, Lubbock has its own quality assurance staff and software testers to perform the quality assurance work that is performed by Implementation Consultants in the Ames office.

7. In the Fundbalance office in Ann Arbor, there are no Implementation Consultants. Rather, implementation functions are performed by employees who also perform telephone support work and who are called Support Analysts.

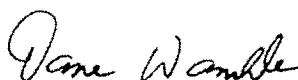
8. Implementation Consultants also are paid differently at the different offices. For example, in Lubbock, Implementation Consultants are paid the higher amount of a calculation that compares their annualized year to date compensation to an annualized productivity bonus calculation. The “bonus” calculation is calculated every two weeks and is specific to the Lubbock office. In Ames, Implementation Consultants receive a base salary and a bonus pursuant to a bonus plan that is specific to that office and which tracks the amount of training time performed by the Implementation Consultants.

9. The job functions of the employees who perform telephone support work also differ within the division. In the INCODE division, such employees are referred to as "Client Service Representatives." In Lubbock, Client Service Representatives are divided into the following three categories: (1) Front Line Support (employees in this category deal directly with customers on an on-going and regular basis); (2) Advisors (employees in this category help the front line support personnel and direct their work based on their typically greater experience); and, (3) Team Leaders (employees in this category are responsible for the entire team and perform job evaluations, conduct interviews, are involved in hiring, and otherwise have input in personnel decisions).

10. In the Sioux Falls and Ames offices, these different categories of Client Service Representatives do not exist. Thus, unlike in Lubbock, there are no "Advisors" or "Team Leaders" who fall within the job classification of Client Service Representative. In the Ann Arbor office, there is one employee with the designation of "Team Leader," but that employee does not perform the same hiring and evaluation roles that the Team Leaders perform in Lubbock as described above.

11. Client Service Representatives are also paid differently depending on the office out of which they work. Client Service Representatives in Lubbock are paid a salary and a bonus based on productivity. In Ames, Sioux Falls, and Ann Arbor Client Service Representatives are paid a straight salary only and are not eligible for support bonuses.

Executed this 13 day of May, 2009 in Lubbock, Texas.



Dane Womble